



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur Bus Depot, Kandivali (West), Mumbai - 400 067.

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SCRUTINIZER'S REPORT

To,

The Chairman of

10th Annual General Meeting (AGM) of the Members of

Adlabs Entertainment Limited

held on Thursday, 01st August 2019 at 12.00 noon

At Imagica Theme Park, Imagica Capital, 30/31, Sangdewadi, Khopoli-Pali Road,
TalukaKhalapur, District Raigad 410 203.

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 16th May 2019, had appointed me as the Scrutinizer for the purpose of scrutinizing the Remote e-Voting process and polling process conducted at the AGM, for all the Resolutions as set out in the Notice of the AGM.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided its Members the Remote e-voting facility as provided by Link Intime India Private Limited (LIPL) for the Resolutions as set out in the Notice of the said AGM.
3. Further, the facility for voting through Ballot Paper was also made available at the AGM for those Members/ proxy holders who attended the AGM and have not cast their vote by Remote e-voting.
4. I submit my report as under:
 - 4.1 The Company had given the Ballot Paper to the Members who were present at the AGM held on Thursday, 01st August, 2019 at 12.00 noon at Imagica Theme Park, Imagica Capital, 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad 410 203
 - 4.2 Particulars of all the Ballot Papers received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.
 - 4.3 The Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Ballot Papers.
 - 4.4 The ballot box was opened in my presence.
 - 4.5 The ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company as on 26th July 2019.





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- 4.6 I did not find any defaced or mutilated Ballot Papers.
- 4.7 The Remote e-Voting period had commenced on Monday, 29th July, 2019 at 9:00 a.m. and ended on Wednesday, 31st July, 2019 at 5:00 p.m.
- 4.8 I have also received a complete record of votes cast through electronic mode, upto 5:00 p.m. on 31st July, 2019 from LIPL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 01st August, 2019 at 12.55 p.m (IST) in the presence of two witnesses, Mr. Akshay Shah and Mr. Hiten Gohil, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Akshay Shah

Name: Hiten Gohil

- 4.9 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution, as set in the Notice of the AGM.
5. A summary of the combined voting results of the votes cast through Ballot Papers received and Remote e-voting is given as **Annexure 1**.
6. I have handed over the Ballot Papers and other related papers/ registers and records for the safe custody to the Authorised Officer of the Company.
7. On the basis of the scrutiny of the votes cast by Ballot Papers and through Remote e-voting, the Resolutions set out in the Notice of the AGM have been passed by the Shareholders of the Company with the requisite majority.
8. You may accordingly declare the aforesaid voting result of votes cast through Ballot Papers and Remote e-voting.

Thanking you,

For Sanjay Dholakia & Associates

Sanjay Dholakia
Practising Company Secretary
Proprietor
Membership No. 2655 CP No. 1798



Date: 02nd August, 2019

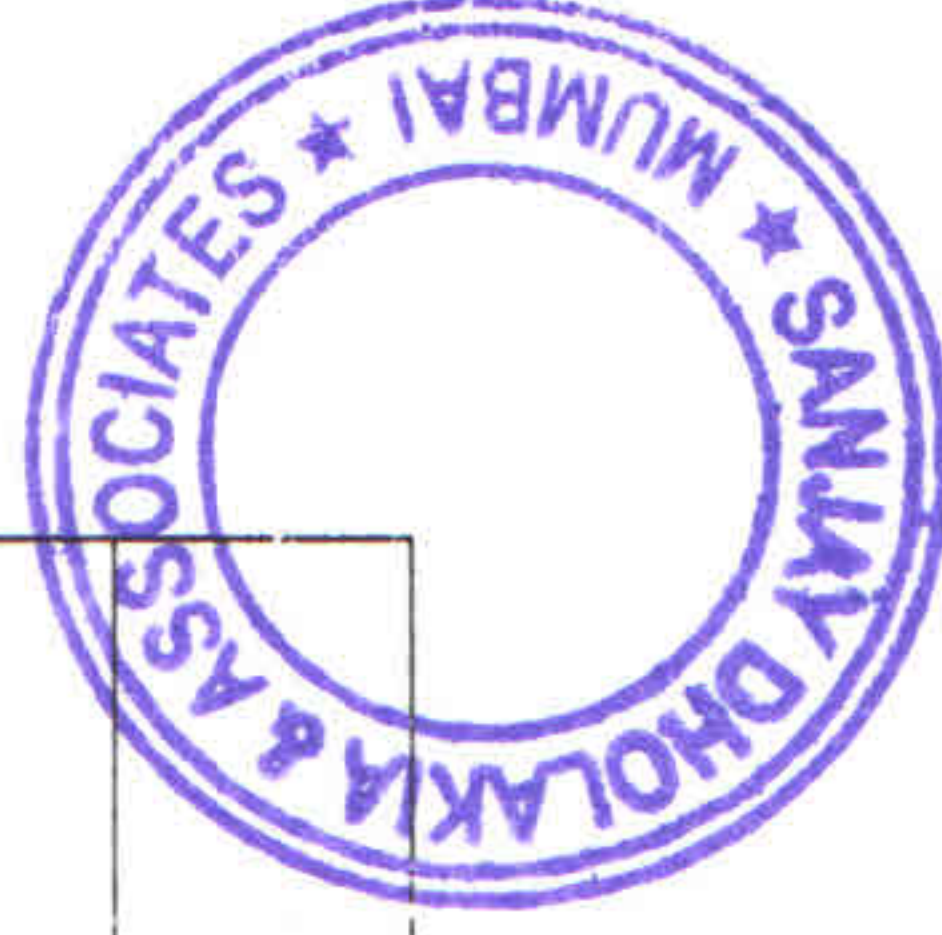
Place: Mumbai

Annexure 1

RESOLUTION 1- ADOPTION OF A) THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS' THEREON; AND

B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019, THE REPORT OF THE AUDITORS' THEREON (ORDINARY RESOLUTION).

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	47	36089718	75	13681096	122	49770814	100.00
Against the Resolution	6	1367	0	0	6	1367	0.00
Invalid votes	0	0	0	0			



RESOLUTION 2- TO APPOINT A DIRECTOR IN PLACE OF MR. KAPIL BAGLA (DIN: 00387814), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT (ORDINARY RESOLUTION).

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	46	36084164	73	13679085	119	49763249	99.98
Against the Resolution	7	6921	2	2011	9	8932	0.02
Invalid votes	0	0	0	0			

RESOLUTION 3- TO APPOINT STATUTORY AUDITORS AND FIX THEIR REMUNERATION (ORDINARY RESOLUTION).

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	45	32941386	75	13681096	120	46622482	93.67
Against the Resolution	8	3149699	0	0	8	3149699	6.33

Invalid votes	0	0	0	0
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RESOLUTION 4- TO RE-APPOINT MR. ASHUTOSH KALE (DIN: 06844520) AS AN EXECUTIVE DIRECTOR (SPECIAL RESOLUTION).

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	45	36083689	75	13681096	120	49764785	99.99
Against the Resolution	8	7396	0	0	8	7396	0.01

Invalid votes	0	0	0	0
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